

JUN-02-2006 12:55

MERRILL LYNCH

P.01/01

**EVIDENCE OF TRANSFER OF CLAIM**

TO: CLERK, UNITED STATES BANKRUPTCY COURT, SOUTHERN DISTRICT OF NEW YORK  
AND TO: MERRILL LYNCH CREDIT PRODUCTS, LLC

Ambrake Corporation, a corporation organized under the laws of Delaware, with offices located at 300 King Road, Elizabethtown, KY 42701 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to MERRILL LYNCH CREDIT PRODUCTS, LLC, its successors and assigns, with offices located at 4 World Financial Center, 7th Floor, New York, NY 10080 ("Buyer"), all right, title and interest in and to the claims of Seller against Delphi Corporation and Delphi Automotive Systems, LLC, and their affiliates docketed as Claim Nos. 2430 and 2429, as amended by Claim Nos. 6843 and 6844, respectively, (the "Claims") in the United States Bankruptcy Court, Southern District of New York, Case No. 05-44481 (Jointly Administered).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated as of the 2nd day of June, 2006.

**AMBRAKE CORPORATION**

WITNESS:

David G. Cardos  
(Signature)

Name: David G. Cardos  
Title: Credit Manager  
(Print name and title of witness)

By: Ronald L. Jones  
(Signature of authorized corporate officer)

Name: Ronald Jones  
Title: CFO  
Tel.: (270) 737-4906

**MERRILL LYNCH CREDIT PRODUCTS, LLC**

WITNESS:

Christopher Moon  
(Signature)

Name: Christopher Moon  
Title: VP  
(Print name and title of witness)

By: Ronald Tarok  
(Signature of authorized corporate officer)

Name: Ronald Tarok  
Title: Vice President  
Tel.: 212-449-4969